BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Saturday, February 4, 2012 at 8:30 a.m. in the Livak Ballroom at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Harry Chen, Secretary Donna Sweaney, Bill Botzow, Interim President John Bramley, Carolyn Branagan, Christopher Bray, Frank Cioffi, David Daigle, Jeff Davis, Kyle DeVivo, Joan Lenes, Debbie McAneny, David Potter, Kesha Ram, Dale Rocheleau, Brian Sozansky, Lisa Ventriss, Jeanette White and Mark Young

MEMBERS ABSENT: Samuel Bain, Ian Boyce, John Hilton, Jr., Bill Ruprecht and Governor Peter Shumlin

ALSO PARTICIPATING: Vice President for Legal Affairs and Assistant Secretary to the Board Francine Bazluke, Provost Jane Knodell, Vice President for Executive Operations Gary Derr, Vice President for Finance and Administration Richard Cate, and Vice President for University Relations and Campus Life

Chair Robert Cioffi called the meeting to order at 8:45 a.m.

Approval of Previous Meeting Minutes

A motion was made, seconded and it was voted to approve the minutes from October 22, 2011 meeting as presented.

Public Comment

Chair Cioffi opened the public comment period by requesting that speakers identify themselves; state their title and the group or organization that they are representing, if any; and to adhere to the three-minute time limit allotted to each speaker under the protocol.

David Shiman, faculty member and President of United Academics (“UA”), addressed the Board regarding the challenges of new leadership. He suggested that the lessons of the past year be reflected upon when selecting the new president, specifically citing bonuses, supplemental stipends and “golden parachutes”. He opined that the salary offered to the next president should reflect both market and Vermont values. He thanked the Presidential Search Committee for identifying strong candidates and wished them well with their task of recommending the next President. Professor Shiman concluded his remarks by commenting on yesterday’s demonstration over a labor dispute, indicating he hoped that the Board would consider the challenge of having the targeted Trustee serve on the ad hoc Labor Advisory Group.
Committee Reports

*Educational Policy and Institutional Resources Committee* (EPIR)

Chair Donna Sweaney offered highlights from the written report included in today’s meeting materials. She reported that Vice President Grasso announced that after many years, five Ph.D. programs will be combined into one Ph.D. Program for Cellular, Molecular and Biomedical Science.

The Committee endorsed the following two action items for the Board:

- The creations of a cross-college Master’s of Science in food systems;
- The naming of the outdoor track and field facility as *The Frank H. Livak ’41 Track and Field Facility*, in recognition of the donor’s leadership gift to the project and his life-long relationship with the university.

The Committee received an update on the Academic Technology planning process. Launched in the fall of 2010, the process has a two-fold purpose of (1) identifying academic technology goals and specific objectives that will advance the University’s commitment to academic excellence and align with the University’s strategic goals, and (2) identifying and prioritizing Technology Innovation Fund (TIF/student technology fee) investments in support of academic technology goals. The current planning process includes drawing upon campus surveys, focus groups, interviews, and benchmark data to draft an Academic Technology Plan. Ongoing priorities for investment include significantly expanding wireless coverage, improving classroom technologies, and supporting students and faculty in optimally using University systems. In addition, three categories of objectives have emerged: Research Collaboration Infrastructure; Instructional Technology Infrastructure; and Technology Support and Innovation. Next steps include analyzing implementation approaches and resource needs for the priorities in each of the three categories.

Chief Diversity Officer Wanda Heading-Grant reviewed results and recommendations from the campus climate survey issued to faculty, staff and students last April to assess the campus climate. Highlights included several findings:

- Overall, satisfaction with UVM experience is high among faculty, staff and students; faculty, staff and students also feel that UVM is an inclusive place to work and study.
- Faculty, staff and students feel a sense of respect from students and staff, though less so from senior administrators and advisors.
- Very few faculty, staff or students reported having been sexually harassed in the past year; however, a large minority of faculty, staff and students has reported experiencing bias and/or discrimination during their time at UVM.

Dr. Grant made the following recommendations:

- Faculty, staff, and student focus groups be convened by the end of May 2012 and results shared at a future Board of Trustees meeting.
✓ A comprehensive diversity professional development plan for faculty, staff, students, and administrators be developed by May 2012 and implemented by Fall 2012.
✓ A working group of experts, scholars, and key University officials be immediately identified and charged with developing a three-year assessment plan by May of 2012.

Trustees were encouraged to review the full results included as attachment 4 of the EPIR section of the Board book.

The remainder of the meeting time was used to address questions in follow up to the Strategic Initiatives Project and Internationalization update provided at the Committee of the Whole meeting. It was requested that the risk assessment for internationalization be re-issued to Trustees.

**Budget, Finance and Investment Committee (BFI)**

Chair Debbie McAneny reported that the Committee reviewed a summary report of net assets totaling $162.6M at the end of FY 2011. The summary provided a three-year overview grouped by fund types and similar operations and activities. Of the $36.5M general fund operations, $26.6M of unspent resources is allocated to academic units through re-appropriations, with $25.1M defined for current or future academic needs. Use of these funds requires review and approval by the Provost. Of the balance of the approximately $10M net assets in General Fund operations, the majority is set aside for restricted purposes such as insurance reserves and working capital. This is in addition to what is set aside from the academic units’ reserves. Income/Expense units’ net assets totaled $14.6M as of June 30, 2011, of which $6.7M resulted from the operations of Continuing Education. Some of the 200 income and expense activities reside in academic units, and all are under management of the administrative structure that exists.

The Committee voted to recommend the following action items to the Board:

- The establishment of an energy-efficient revolving loan fund in the amount of $13 million. Self-financing energy efficiency projects will result in energy cost savings that will repay the loans, plus interest, so that additional projects can be funded. This effort will also aid UVM in its goal of reducing its carbon production. At the request of the Committee, the administration will provide an annual report on results of the program. This action passed by a vote of 8-1 with Trustee Mark Young expressing that, while he fully supports the University engaging in energy efficiency initiatives, he does not support the proposed mechanism.

- Amendments to a Parking Lot Lease agreement.

- Continuing services with RNW related to the University’s Strategic Initiatives Project. Because the aggregate total meets the Board’s $250,000 threshold, this contract is coming before the Board for approval. All three action items appear on today’s consent agenda.

Trustee David Daigle reported on behalf of the absent Sam Bain; Trustee Bain is Chair of the Investment Subcommittee (ISC). As of December, the endowment was valued at $323.2 million.
Trustee Daigle noted that, while last year was volatile and not a great year, 2012 is off to a very strong start. He reported that the ISC made minor modifications to the policy target allocations, all of which were within the approved ranges. The Socially Responsible Investing Work Group (SRIWG) met with Vice President Cate and the Student Government Association leadership in January to continue their discussion on re-structuring. SRIWG intends to provide a white paper to the ISC outlining its recommendation.

Chair McAneny reported that the afternoon session of the meeting was dedicated to discussing key budget assumptions for FY 2013. She noted that February is the first in a three-part series of budget discussions. The Committee is scheduled to meet again on April 16th to further vet the details of the budget. Final rates will be brought before the Board for approval in May and are not expected to exceed rates proposed at this meeting. The goal is to confirm a balanced budget using the following parameters: tuition increase of 3.5% and a 2.0% salary increase expense. She strongly encouraged Trustees to review the peer comparison charts of tuition, room, meal and student fees, included as attachments 5 and 6 in the BFI section of the Board book.

Chairman Cioffi encouraged all trustees to attend the April 16th planning meeting.

The Committee reviewed the General Fund budget-to-actual report for FY 2012 as of September 2011. Revenue is ahead of budget, given tuition collection and expenses are tracking in line with budget through three months of operations.

Audit Committee

Chair Mark Young offered brief highlights of yesterday’s Audit Committee meeting and the meeting held on November 14, 2011.

He reported that, at both meetings, the Committee received a report from the Chief Internal Auditor regarding internal audit activity. He noted that the Office of Audit Services is fully staffed with the hire of a new Senior Auditor in December. The Chief Compliance Officer also provided updates at each meeting on the FY 2012 compliance work plan and current activities. Chair Young further stated that the Committee received reports from Dean Williams, Information Security Officer, outlining completed projects, ongoing work and planned initiatives, including recruitment activities for a new information security engineer.

In November, the Committee reviewed the FY 2011 audit of the financial statements presented by KPMG; those statements were presented yesterday morning and a resolution accepting the audited financial statements is included on today’s consent agenda. Chair Young emphasized that the University received an unqualified opinion with no material weaknesses or significant deficiencies. He acknowledged and thanked members of the administration for their efforts which have resulted in a clean audit.

Also included on today’s consent agenda are Committee-endorsed resolutions recommending approval of revisions to the Audit Committee Charter, as reviewed by the Committee of the
Whole yesterday. The Committee also recommends that the Board authorize the Audit Committee Chair to retain KPMG to conduct the mandatory annual audit of financial statements and compliance audit for FY 2012.

At yesterday’s Committee meeting, KPMG outlined the plan for the FY 2012 annual audit of financial statements and compliance audits.

Lastly, the Committee received an update on the results of the travel and expense audit and management’s response. Chair Young noted that he continues to be concerned with the number of Purcards issued and the monthly available limit. President Bramley stated that he shares these concerns, and that he anticipates that the administration will address this set of issues by the end of the year.

**Committee on Board Governance**

Chair Frank Cioffi reported that the Committee met twice since the last Board meeting. In November, the Committee reviewed the charge of the UVM/Fletcher Allen Health Care Affiliation Agreement Advisory Group and considered whether the charge should be expanded to include ‘health affairs’. The Committee also considered whether the Advisory Group should remain an “advisory group” or become an *ad hoc* or a standing committee. Committee members ultimately agreed that it was not necessary to amend the current charge or to revise the structure of the Advisory Group.

At the same meeting, the Committee endorsed proposed changes to the trustee exit interview process. Within two weeks of Trustees’ completing their terms, a short electronic survey will be issued to solicit feedback regarding their service and suggestions for improvement. Trustees will be given the option of completing the on-line survey and/or request a phone or in-person interview with the Board Governance Committee Chair. The Chair would continue to share feedback from the survey questions and/or phone or in-person interviews at a subsequent Board Governance Committee meeting. The new trustee exit interview process will be implemented with the next class of retirees.

The Committee also reviewed feedback following the September Board retreat. Overall, Trustee Cioffi reported, Trustees felt that the retreat was highly productive. Committee members agreed that the location of Board retreats should be left to the discretion of the Board Chair and the President, keeping in mind cost considerations. Given the expectation that the new President will begin next July, the focus of the next retreat will be on presidential transition.

As reported and discussed at yesterday’s Committee of the Whole meeting, the Committee recommends proposed revisions to the *Conflicts Disclosure* Form completed by Trustees annually. The resolution and amended form are included on the consent agenda for approval.

In December, the Committee conducted a review of the *Public Comment Protocol* and endorsed amendments clarifying the process for submitting public comment requests and a recommendation that, at any time the full Board meets, a time for formal public comment as
defined in the protocol be allowed. The amendments were approved by the Executive Committee at its meeting on January 9, 2012.

Chair Cioffi directed Trustees to the written summary for an overview of the Board and University officers’ nominations process, noting that, following committee reports today, the Board will vote on the slate for Vice Chair and Secretary, along with the slate for certain University officers. He reminded Trustees that, under the University Charter, the Chair is elected at the first meeting following the election of new trustees, and that a special meeting is scheduled for that purpose on March 12 at 1:00 p.m.

_Vermont Agricultural College Board_

Chair Jeanette White reported that Vice President for Research and Dean of the Graduate College Domenico Grasso and Associate Dean Melody Burkins provided an overview of the work currently under way in the Complex Systems Spire. She requested that a link to the complex systems website be distributed to all Trustees.

_University of Vermont Board_

Chair David Daigle reported that the Board met primarily in executive session, after which the Board re-elected Lisa Ventriss to a full six-year term. Robert Brennan was elected to fill one of two upcoming vacancies occasioned by the retirement of Trustees. Mr. Brennan is an alumni and has over 25 years of experience in commercial real estate; he is also a member of the UVM Foundation Board. Ms. Ventriss and Mr. Brennan will begin their six-year term on March 1, 2012. The Board will continue its deliberations to fill the final vacancy.

_Election of Board and University Officers_

Chair Cioffi announced that the Board would next be electing the following Board officers: Vice Chair, Secretary and Assistant Secretary, along with University officers, and that each officer elected will take office effective March 1, 2012. Trustees were reminded that, in accordance with the University Charter, the Chair is elected at the first meeting following the election of new Trustees.

He then asked Frank Cioffi, Chair of the Committee on Board Governance, to identify the slate by office and proposed nominee.

Board Governance Committee Chair Cioffi presented the following slate:

Chair: Robert Cioffi  
Vice Chair: Harry Chen  
Secretary: Donna Sweaney  
Assistant Secretary: Francine Bazluke
Chair Cioffi asked for additional nominations. No further nominations were made.

A motion was made, seconded and it was unanimously voted to elect the proposed slate of candidates for Vice Chair, Secretary and Assistant Secretary.

In accordance with the Bylaws, Chair Cioffi next entertained a motion for appointment of the following University officers by virtue of their office for a one-year term beginning March 1, 2012, or until their successors take office:

Provost: Jane Knodell  
Treasurer: Richard Cate

A motion was made, seconded and it was unanimously voted to elect the officers as proposed.

The Chair acknowledged that John Bramley continues as Interim President until the effective date of the Board’s appointment of the next President.

Retiring Trustees

Chair Cioffi recognized and thanked retiring trustees Ian Boyce, John Hilton and Brian Sozansky. He read and presented the following resolution to Trustee Sozansky:

**Brian G. Sozansky**

WHEREAS, Brian G. Sozansky is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Brian Sozansky has added an important dimension to the work of the Board, articulating clear, thoughtful, constructive perspectives and participated actively and responsibly in his service on Board Committees including the Audit Committee, the Board Governance Committee and the Budget, Finance and Investment Committee;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont State and Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Brian G. Sozansky.

He noted that trustees Boyce and Hilton would also be receiving a framed copy of their recognition resolution and that all resolutions were included on the consent agenda for approval.
Approval of Consent Agenda

Chair Cioffi presented the consent agenda for approval:

COMMITTEE OF THE WHOLE

(As recommended by the Audit Committee, November 14, 2011)

Acceptance of Fiscal Year 2011 Audited Financial Statements

WHEREAS, the books and accounts of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 2011, have been audited by KPMG LLP, Certified Public Accountants, and the report of the audit published in detail in accordance with 16 V.S.A. Section 2281(a);

BE IT RESOLVED, that the Board hereby accepts the FY 2011 Audited Financial Statements as recommended by the Audit Committee and presented today, and acknowledges receipt of the FY 2011 Financial Report.

Resolution Approving Audit Committee Charter Revisions

WHEREAS, the Audit Committee has decided to take responsibility for periodically reviewing expense reimbursements, or summaries thereof, that have been submitted by the President and reviewed and certified by the Vice President for Finance and Administration; and

WHEREAS, the Audit Committee has also decided to ensure that its Guidelines are consistent with the Board’s reserved rights and delegated authority and the Committee’s principal responsibilities;

BE IT RESOLVED, that the Board hereby approves the revisions to the Audit Committee Charter, as recommended by the Audit Committee and appearing as Appendix A to this document.

(As recommended by the Audit Committee, February 2, 2012)

Resolution Authorizing Retention of External Audit Firm for FY 2012

RESOLVED, that the Board authorizes and directs the Audit Committee Chair to retain KPMG LLP, Certified Public Accountants, to conduct the mandatory annual audit of the financial statements and compliance audits for the fiscal year ending June 30, 2012, in accordance with the fee schedule set forth in KPMG’s proposal for services dated December 23, 2008. The annual audits shall be conducted in compliance with the requirements of the University Bylaws and state and federal law.
Resolution Approving Revisions to Trustee Conflicts Disclosure Form

RESOLVED, the Board adopts the revisions to the Trustee Conflicts Disclosure Form, as recommended by the Committee on Board Governance and set forth as Appendix B to this resolution.

Resolution Approving Revisions to the Presidential Compensation Policy and Guidelines

RESOLVED, the Board adopts the revisions to the Presidential Compensation Policy and Guidelines, as recommended by the Annual Review Subcommittee and set forth as Appendix C to this resolution.

Resolution Adopting Statement of Commitment and Expectations in the Workplace

RESOLVED, the Board adopts the Statement of Commitment and Expectations in the Workplace, as recommended by the Ad Hoc Report Oversight Committee and set forth as Appendix D to this resolution.

Resolution Authorizing Englesby House Maintenance

WHEREAS, Englesby House, which was built in 1914, has many deferred maintenance issues that must be remedied to ensure its preservation and use; and

WHEREAS, the Presidential Housing Work Group has reviewed and assessed a proposal to address immediate needs for the repair and maintenance of Englesby; and

WHEREAS, the Presidential Housing Work Group has concluded that it is in the best interests of the University to preserve Englesby so as to render it available for future use;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and Administration and University Treasurer, or his successor or designee, is hereby authorized to implement the immediate needs maintenance work in a manner consistent with the proposal at a total cost of $875,000, utilizing up to $590,000 from the University’s treasury operations account and $285,000 from undesignated private gifts.
**Resolution for President to Confer Honorary Degree to Commencement Speaker**

RESOLVED, that the President is hereby authorized to confer an honorary degree to the 2012 Commencement Speaker.

**Resolution Authorizing Board Chair to Negotiate and Execute a Letter of Appointment and Agreement**

RESOLVED, that the Board hereby authorizes the Board Chairman to negotiate, finalize and execute a letter of appointment and agreement with a candidate for the presidency on the terms and conditions today reported.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES**

**Resolution Approving Creation of Cross-College Master of Science Program in Food Systems**

RESOLVED, that the Board of Trustees approves the creation of a Cross-College Master of Science Program in Food Systems, as approved and advanced by the Provost and the President on January 19, 2012.

**Resolution Approving Naming of Outdoor Track and Field Facility**

WHEREAS, the University’s new outdoor track and field facility was opened on October 15, 2011, at a cost of $2.6 million, and

WHEREAS, a generous leadership gift from Frank Livak ’41 made construction of the facility possible and punctuated a period of tremendous philanthropy from this individual;

NOW, THEREFORE, BE IT RESOLVED, that the new outdoor track and field facility shall be named “The Frank H. Livak ’41 Track and Field Facility.”

**BUDGET, FINANCE & INVESTMENT**

**Resolution Authorizing Energy Efficiency Revolving Loan Fund**

WHEREAS, the administration has proposed to create an energy efficiency revolving loan fund in order reduce energy costs and UVM’s carbon output;

NOW, THEREFORE BE IT RESOLVED, that the Board of Trustees authorizes the Vice President for Finance and Administration, within the context of the material terms presented to the Board on February 3, 2012, to draw from existing liquid assets up to $13 million to create an energy efficiency revolving loan fund to fund energy efficiency projects; and further, that an annual report regarding the loan fund and funded projects will be provided to the Budget, Finance and Investment Committee.
Resolution Approving RNW Contract

BE IT RESOLVED, that the Vice President for Finance and Administration is authorized to contract with RNW Consulting to provide additional consulting services related to the University’s strategic initiatives project in the amount of up to $100,000 for a period through June 2012.

Resolution to Amend a Parking Lot Lease

RESOLVED, that the Board hereby authorizes the Vice President for Finance and Administration to conclude negotiations with and, as appropriate, sign, a fifth amendment of the lease of a parking lot with FelCor S-4 Hotels (SPE), L.L.C., d/b/a Sheraton-Burlington Inn, such agreement to be consistent with the material terms the administration has proposed.

FULL BOARD

Retiring Trustee Resolutions

Ian D. Boyce

WHEREAS, Ian D. Boyce is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Ian Boyce has enriched the Board by providing steady, patient and effective leadership as Board Chair, discharging his responsibilities with respect, resolve and outstanding dedication, in service to the greater good and increasing stature of UVM;

WHEREAS, Ian Boyce has led the Board in his service as Chair of the Executive Committee, the Annual Review Subcommittee, and the UVM Board, and as Vice Chair of the Diversity Committee, and has further served the University through his service on Board Committees, including the Budget, Finance and Investment Committee, the Committee on Board Governance, the Executive Committee, the UVM Board, the Investment Subcommittee, with additional service as chair of the Campus Life Task Force, leader of the UVM/Fletcher Allen Health Care Affiliation Agreement Work Group, and co-leader of the UVM Foundation Work Group, and through his membership on the ad hoc Labor Advisory Work Group, the ad hoc Board Operations Committee, and the Honorary Degree and Socially Responsible Investing Work Groups;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Ian D. Boyce.
John A. Hilton, Jr.

WHEREAS, John A. Hilton, Jr. is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, John Hilton has served and supported The University of Vermont, sharing both his extensive knowledge of business best practices and his unfailing good humor during his service as Vice Chair and Secretary to the UVM Board, in addition to service on the Educational Policy and Institutional Resources Committee, the Budget, Finance and Investment Committee, the Academic and Student Programs Committee, the Finance & Budget Committee, the Board Governance Committee, with added service as a member of the Honorary Degree Work Group and the ad hoc Labor Advisory Group, and through his service on the UVM Foundation Work Group and his current service on the UVM Foundation Board as Vice Chairman;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee John A. Hilton, Jr.

Brian G. Sozansky

WHEREAS, Brian G. Sozansky is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Brian Sozansky has added an important dimension to the work of the Board, articulating clear, thoughtful, constructive perspectives and participated actively and responsibly in his service on Board Committees including the Audit Committee, the Board Governance Committee and the Budget, Finance and Investment Committee;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont State and Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Brian G. Sozansky.

An opportunity for discussion was offered. There being none, a motion was made, seconded and it was unanimously voted to approve the consent agenda as presented.

The Chair reviewed the format for the remainder of the meeting, explaining that he would be entertaining a motion to enter into brief executive session after which the meeting would be recessed to allow the Committee of the Whole to re-convene to continue executive session discussions from yesterday afternoon. The Committee of the Whole executive session is anticipated to take one hour, after which the Board will reconvene to consider a recommended action.

Executive Session

At 9:25 a.m. Chair Cioffi entertained a motion to enter into executive session to consider collective bargaining, civil action, and contract and personnel matters. He noted the session
would last approximately 20-30 minutes and that no action was anticipated following. The motion was made, seconded and approved. All in attendance were excused from the meeting with the exception of Vice Presidents Jane Knodell, Francine Bazluke, Richard Cate, Thomas Gustafson, and Gary Derr.

At 9:53 a.m. the meeting was re-opened to the public. The Chair recessed the meeting noting it would reconvene in approximately one hour to consider anticipated action as recommended by the Committee of the Whole.

Other Business

At 11:05 a.m. the full Board meeting was reconvened and the following resolution presented:

Resolution Authorizing Board Chair to Negotiate and Execute a Letter of Appointment and Agreement

RESOLVED, that the Board hereby authorizes the Board Chairman to negotiate, finalize and execute a letter of appointment and agreement with a candidate for the presidency on the terms and conditions today reported.

A motion was made, seconded and it was unanimously voted to approve the resolution as presented.

Adjournment

There being no further business the meeting was adjourned at 11:06 a.m.

Respectfully submitted,

Donna Sweaney, Secretary
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

AUDIT COMMITTEE

Charter

This Charter sets forth the responsibilities of the University Board of Trustees Audit Committee.

I. Principal Responsibilities

The principal responsibilities of the Committee shall include:

a. promoting the development and monitoring the effectiveness of an institutional system of risk assessment and internal controls;

b. reviewing and, as appropriate, making recommendations to the Board, regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention;

c. ensuring that audit plans encompass significant and material aspects of University operations;

d. full authority and oversight of the internal audit function including appointment decisions, performance evaluations, and employment termination of the chief internal auditor;

e. implementing a selection process to retain the independent auditor and making a recommendation to the Board of Trustees for approval. Recommending such additional audits as the Committee and/or the Board must approve under the Board’s reserved authority;

f. maintaining direct and effective communication with independent auditors on behalf of the Board;

g. reviewing the results of internal and external audits (including the annually audited financial statements), and assessing the quality and timeliness of management’s response and corrective actions;

h. reviewing the effectiveness of the University’s practices related to monitoring its compliance with laws and regulations;

i. reviewing the results of management’s investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;
j. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them; and

k. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge.

l. periodically reviewing expense reimbursements, or summaries thereof, that have been submitted by the President and reviewed and certified by the Vice President for Finance and Administration.

II. Membership

The University of Vermont Board of Trustees shall annually appoint at least 7 of its members to the Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. For the purposes of this charter, “independence” is defined as rendering a Trustee ineligible for Committee service if he or she (1) is employed by the University; (2) is a partner or employee of a firm retained to conduct an audit of the University; (3) held such University employment or audit engagement at any time during the previous three years; or (4) is receiving consulting, advisory, or other compensatory fees for services provided to the University. Members of the Investment Subcommittee are eligible for appointment to the Audit Committee, but no such member may serve as its Chair or Vice Chair. The University President is ineligible for service as a member, ex officio or otherwise, of the Audit Committee, as a University official and employee.

Committee members shall otherwise be subject to the Conflicts of Interest Policy in the conduct of their work.

Members of the Committee shall receive orientation appropriate to their Committee membership. They will have the goal of understanding general accounting, business and finance principles, including the ability to read and understand institutional financial statements. If possible, at least one member of the Committee will possess accounting or financial expertise.

III. Authority

The Committee is authorized to investigate any matter within the scope of its Charter, with full and direct access to all pertinent University records, personnel, independent auditors and consultants.

IV. Adoption of Charter

This Charter shall be effective as of the date of its approval by the Board. The Committee will annually review the Charter and recommend to the Board revisions thereto, in view of evolving accounting standards, legal developments and experience gained.
Audit Committee Guidelines

These Guidelines serve as an operational supplement to the Audit Committee Charter. They are intended to reflect generally accepted accounting industry standards and practices applicable to non-profit corporations and higher education institutions.

The Guidelines shall be reviewed annually by management, and management shall report annually to the Committee regarding the status of the Guidelines. The Committee shall make revisions to the Guidelines as necessary or appropriate in view of evolving accounting standards and practices, legal developments and experience gained.

I. Retention of the Independent Audit Firm

a. The Committee shall annually authorize and direct the Committee Chair to select and retain an independent audit firm to conduct the mandatory annual audit of the financial statements and/or compliance audits. In conjunction with such selection and retention, the Committee will assess the independence and objectivity of the firm by obtaining statements from the firm on relationships between the firm and the University. The Committee will review and assess any relationships disclosed that may impact auditor objectivity and independence.

b. The Committee shall solicit requests for proposals relative to the mandatory annual audit of the financial statements and/or compliance audits from qualified independent audit firms no less than once every five years.

c. In the event that an independent audit firm is retained to conduct the mandatory annual audit of the financial statements and/or compliance audit for seven or more consecutive years, the Committee shall, as a condition of retention of the firm, require rotation of the lead audit partner on the University engagement.

II. Retention of Other Audit Services

a. The independent audit firm retained to conduct the mandatory annual audit of the financial statements and/or compliance audits generally shall not be eligible for University engagements to perform non-audit services that would violate the U.S. Government Accountability Office Independence Standard, including bookkeeping; financial information systems design, implementation or operation; appraisal or valuation services, fairness opinions or contribution-in-kind reports; internal audit outsourcing services; management functions or human resources; broker or dealer, investment advisor, or investment banking services; legal services and expert services unrelated to the audit; or preparation of the indirect cost proposal or cost allocation plan. If, due to extenuating circumstances, and in the exercise of its reasonable discretion, management deems it to be in the best interests of the University to retain the independent audit firm for non-audit services, the proposed retention is subject to review and action by the Committee where the retention will result in fees of $10,000 or more.
b. Contracts for non-audit services with independent audit firms not already retained by the University to conduct the mandatory annual audit of the financial statements and/or compliance audits are subject to review and recommendation by the Committee and subsequent Board consideration and action when such retentions will result in fees of $250,000 or more.

III. Oversight of Audits

The Committee will, no less than once annually, and otherwise periodically as necessary or desirable:

a. review annual audit plans developed by the Office of Audit Services, and receive regular progress reports relative to such plans;

b. review and approve audit plans developed in consultation with independent audit firms, including (i) the critical accounting policies and practices to be used; (ii) all alternative treatments of financial information discussed with management, ramifications of alternative treatment and the treatment preferred by the firm; (iii) other material communications between the firm and management; and (iv) required communications from the firm under Statement of Auditing Standards No. 114, as amended;

c. subject to subsequent Board consideration and action, review and accept the mandatory annual audit of the financial statements, review and/or compliance audit reports, including the annual audit reports on federal awards received as required by the Office of Management and Budget Circular A-133 audit, and the financial agreed upon procedures report of institutional National Collegiate Athletic Association programs;

d. resolve disagreements between management and the independent audit firm regarding financial reporting;

e. review the independent audit firm management letter comments regarding institutional financial internal controls, accounting policies and procedures, and management’s response to those comments;

f. review with management, the Office of Audit Services, and the independent audit firm their respective judgments about the quality of University accounting principles; the consistency, and the degree of aggressiveness or conservatism, in the application of accounting principles; the reasonableness of significant accounting judgments; and the clarity and completeness of the financial statements and related disclosures;

g. confirm with management, the Office of Audit Services and the independent audit firm respectively that the annual financial statements disclose all material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on institutional financial condition, and the results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses;

h. receive reports from management, the Office of Audit Services and the independent audit firm, regarding new and significant accounting standards to understand their impact on institutional financial statements;
i. receive reports from the Office of Audit Services regarding any financial fraud which, in single incident or aggregate, results in an institutional uninsured or insured loss in excess of $10,000;

j. review the organizational structure, qualifications, independence, scope of services inclusive of office charter, and adequacy of resources of the University’s Office of Audit Services;

k. annually review the appointment, evaluate the performance and set the salary of the chief internal auditor;

l. identify and document specific administrative responsibilities relevant to the routine operations of the office of chief internal auditor that are assigned to the President;

m. ensure that regular quality assessment reviews of the internal audit operations are performed in accordance with Institute of Internal Auditors standards; and,

n. meet separately with both the internal and external auditors without management representatives present subject to the requirement of the Vermont open meeting laws.

IV. Internal Controls

The University’s executive management and the Board of Trustees Audit Committee have adopted the Committee of Sponsoring Organizations (COSO) Internal Control – Integrated Framework to help assess and enhance its internal control systems.

a. Certifications

i. The Committee will receive periodic reports from management on representations it is rendering in conjunction with mandatory annual audit of the financial statements and/or compliance audits as well as significant and material debt financing, such as issuance of bonds.

ii. Without limitation on IV.a(i), the Committee will receive from the Vice President for Finance & Administration and University Treasurer record of certification along with the annual financial statement report that:

a. He/she has approved the financial statements,

b. Based on his/her knowledge, the report does not contain any material errors or omissions,

c. Based on his/her knowledge, the financial statements materially present the financial condition and result of operations,

d. He/she is responsible for establishing and maintaining a system of internal controls over financial reporting, and that,

e. He/she has disclosed to the auditors and the Audit Committee all significant internal control deficiencies and changes that could materially affect financial data.
b. Policy Review.

The Committee will receive for its review and comment and, if necessary, its recommendation to the Board, institutional policies relevant to its scope of work, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention.

c. Required Disclosures and Compliance Monitoring.

The Committee shall oversee compliance with the Board Reserved Rights and Delegated Authority resolution. Violations of the Board Reserved Rights and Delegated Authority resolution identified by management or the internal audit office shall be reported to the Committee.

d. Confidential Reporting.

The committee will ensure that the University has a mechanism that permits confidential communications from employees and others regarding potential financial or accounting improprieties or nonfeasance.

V. Compliance

a. Review with the Office of Compliance Services, the effectiveness of the University’s practices related to monitoring compliance with laws and regulations;

b. Review with the Office of Compliance Services and management, the results of management’s investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;

c. Review with the Office of Compliance Services and management, the findings of any compliance examinations by regulatory agencies and any auditor observations;

d. Review with the Office of Compliance Services, the process for communicating the code of business conduct to University personnel and for monitoring compliance therewith;

e. Receive quarterly reports from the Office of Compliance Services on its activities;

f. Receive updates from the Office of Compliance Services and management on new and emerging compliance issues, including their impact to the University; and

g. Receive as needed, through the Audit Committee Chair, compliance matters communicated directly by the Chief Compliance Office (by virtue of the dotted line relationship).

As approved by the Board of Trustee: November 13, 2004
Approved as amended by the Board of Trustees: September 8, 2007
Revised by the Audit Committee: November 12, 2007
Approved as amended by the Board of Trustees: December 1, 2007
Revised by the Audit Committee: April 28, 2009
Approved by the Board of Trustees: May 16, 2009
Revised by the Audit Committee: October 11, 2010
Approved by the Board of Trustees: October 30, 2010
Revised by the Audit Committee: November 14, 2011
Approved by the Board of Trustees: February 4, 2012
CONFLICTS DISCLOSURE FORM

The following information is disclosed as required by the Conflicts Policy adopted by this Board on February 12, 2005. All terms used in this Form are as defined in the Policy. Questions arising during completion of the Form may be directed to the University General Counsel.

TRUSTEE Name: ________________________________

**Immediate Family Members** ¹

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**Affiliates of Trustee** ²

¹ A spouse or civil union partner, child, parent, sibling, or such relations by marriage or civil union partnership *(wherever residing)*; person claimed as a dependent for federal income tax purposes *(wherever residing)*; and any relative residing in the same household as the Trustee.
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**Affiliates of Trustee Family Members**

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2 A business, association, corporation, or other legal entity in which a Trustee or a member of his/her immediate family is a director, trustee, officer, partner, joint venturer, principal, employee, owner, and/or holder of five percent (5%) or more of voting stock or a controlling interest. In addition, an entity from which the Trustee or a member of his/her immediate family otherwise annually receives, or has the right to receive, $10,000 or more compensation, income, or other financial consideration or value.
Please identify:

(1) Any family members currently employed by or enrolled at the University:

(2) Any University employees or students whom you employ or otherwise retain for services:

(3) Any contract negotiations or contracts in progress between you or a family member or affiliate and the University in progress, other than incidental transactions (e.g., ticket sales, food services) in which members of the public engage:

(4) Any gifts or loans you or a family member received from the University, or any source with which the University has significant commercial or philanthropic dealings:

(5) Any nonprofit organizations or institution of higher education boards on which you or a family member serves as an officer, trustee or director:
I hereby certify as follows:

1. I have read the Conflicts Policy.

2. The representations on this Form are accurate and complete to the best of my knowledge after exercise of due diligence.

3. I agree to conduct myself in a manner consistent with this Policy, in good faith and to the best of my ability.

4. I agree to update this Form as circumstances dictate and otherwise as annually required.

Signed and dated by me, this ___ day of ______, 201__

______________________________
Signature

Received and filed:

__________________________
Assistant Secretary to the Board  Date:

cc:  Board Coordinator, General Counsel
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

PRESIDENTIAL COMPENSATION POLICY AND GUIDELINES

This policy and its guidelines are intended for use by the University Board of Trustees in rendering presidential annual compensation adjustment decisions.

Policy

It is the policy of the Board of Trustees to seek to attract and retain highly effective and skilled presidents; to recognize the achievements of the president while serving the University; and to compensate the president in a manner that advances these goals, within the parameters of the fiscal resources available to the University. Presidential compensation decisions will also be made in a manner consistent with the overarching institutional policy on University employee compensation.

Procedures

Upon completion of the annual presidential performance review process, the annual review subcommittee of the Board Executive Committee will again convene promptly to formulate a recommendation regarding a compensation adjustment for the president effective the upcoming fiscal year. Its recommendation will be informed by the criteria and guidelines set forth below. All members of the subcommittee shall be independent, without any actual or appearance of conflict of interest in the matter of the setting of presidential compensation. The president must inform the subcommittee of all compensation paid or assignable to him/her in consideration of his appointment, regardless of the source of funds.

Following its review of the information described below and its related deliberations, the subcommittee will first advise the Executive Committee (in an Executive Session from which the President will be at least initially excused) of its proposed compensation adjustment and the associated rationale (“proposed adjustment”). The Board Chair will then meet with the President to discuss the proposed adjustment. After the latter meeting, the subcommittee will advise the full Board (in an Executive Session from which the President will be at least initially excused) of the proposed adjustment. The Board will take final action on the compensation adjustment in open session. The President shall not be eligible for, nor shall he or she receive, salary or other types of compensation from a third party (exclusive of standard University benefits) without the prior authorization of the Board of Trustees.
Criteria and Guidelines

Criteria for assessing and adjusting compensation will include:

- **Merit**, meaning presidential performance in relation to Board-established annual presidential performance goals and the president’s sustained contributions to the achievement of institutional objectives

- **Market competitiveness**, using relevant institutional comparators as identified by qualified internal personnel or a qualified external compensation consultant, with respect to salary, benefits, deferred compensation, and perquisites

- **Equity**, including relationship to University senior administrators’ compensation and the compensation guidelines and parameters set for the institution as a whole

Subject to consistency with governing law and relevant market practices, compensation may be comprised of elements in addition to base salary and the benefits plans otherwise available to University officers of administration. Thus, it may include, for example, incentives for achievement of specific performance objectives or to encourage longevity in position; tax-deferred compensation; professional association, civic, and club memberships; wellness or health maintenance programs; and sabbatical or other professional development opportunities. To assist the President in carrying out duties reasonably related to the presidency, the compensation arrangement may cover costs such as those associated with automobile use; communications services; housing; staffing for University-related events, such as housekeeping and property maintenance; and insurance.

Compliance

The President shall be solely responsible for individual income tax or other tax liability attributable as result of the compensation and expense payments or reimbursement awarded. The President and the University shall respectively maintain all payment and expense records required for tax and other compliance purposes as well as by applicable University policies.

Periodic Review

The Board shall periodically review these guidelines and revise them as desirable or necessary considering the University’s ability to attract and retain outstanding presidential leadership within the parameters of available fiscal resources; the evolution of institutional compensation guidelines; best practices in setting compensation for university presidents and executive officers; and applicable legal developments.
Appendix A

Parameters for Compensation at The University of Vermont

UVM’s approach to compensation supports and advances our vision of being the nation’s premier small public research university, committed to providing an exceptional educational experience to our students and to fulfilling our research and service missions. All that we do, including compensating employees, must serve these purposes.

Recruiting and retaining outstanding faculty and staff and assessing and rewarding their performance are essential elements of our ability to succeed. UVM is committed to compensating employees competitively and equitably, always with attention to student affordability and within the scope of available resources.

UVM compensation is guided by these parameters:

Compensation should be determined based on the following factors:

- Performance, including advancement of University and unit vision, mission, and goals
- Market competitiveness
- Equity, including attention to basic needs
- Recognition of the role of collective bargaining for unionized employees

Compensation equity encompasses several important factors, including awarding salary and benefits in a lawful, non-discriminatory manner. It also includes acknowledgment of the costs of living in this geographic area and the institutional interest in assisting employees, especially lower-paid employees, in meeting their basic needs. In doing so, we also recognize, and address where feasible, the differing impacts that required employee contributions to benefits have on employees at various compensation levels.

Compensation will be viewed as salary/wages plus benefits (total compensation).


Approved by the Board of Trustees: May 18, 2007
Amended by the Annual Review Subcommittee: December 9, 2011
Approved by the Board of Trustee: February 4, 2012
Statement of Commitment and Expectations in the Workplace

Reason for this Statement

This Statement of Commitment and Expectations (“Statement”) reiterates and reinforces the dedication of the University to compliance with the policies and laws that govern the institution and the values and the principles embodied in Our Common Ground. This Statement also identifies how Our Common Ground is relevant to the workplace.

Applicability

This Statement applies to University officials, staff, faculty, volunteers, and the employees of companies or organizations affiliated (affiliates”) with the University who interact with University officials, staff, faculty, and volunteers.

Requirements and Expectations

All University officials, staff, and faculty are required to fulfill their obligations under UVM policies, the law, and the handbooks and contracts that set forth performance and conduct expectations.

In addition, all University officials, staff, faculty, volunteers and affiliates are expected to preserve and promote the values that will best serve both the community as a whole and its individual members, and thus be aware of, and aspire actively to abide by, Our Common Ground. Consequently, through this Statement and other means, the University will communicate to its officials, staff, faculty, volunteers, and affiliates the expectation that they work cooperatively with others and treat others, regardless of position or status, with professional courtesy and civility. Collegial interactions are essential to support the institutional mission in an effective and ethical manner. In this regard, it is especially critical that those in positions of leadership and authority demonstrate the highest ethical standards of behavior to those whom they supervise, teach and advise.
Commitment

To facilitate achievement of the requirements just described, the University hereby recognizes an ongoing responsibility to maintain a working environment free of conduct that is unlawfully motivated or otherwise prohibited by University policy or the law. The institution will therefore dedicate resources for management and employee training, and compliance monitoring. The University will also facilitate the prompt and effective resolution of policy and legal violations and publicize existing complaint and grievance channels applicable to violations of policy and the law.

To facilitate achievement of the expectations just described, the University will create and maintain channels whereby persons who believe that they are targets of, or witnesses to, conduct at odds with Our Common Ground can access guidance and/or assistance promptly and effectively. These mechanisms shall include, but may not necessarily be limited to, confidential counseling, a confidential hotline and, as applicable, a mediation option. Retaliation for the use of any of these channels shall be expressly prohibited and will give rise to the possibility of serious disciplinary or other appropriate action regardless of the merits of the original charge. Furthermore, the intentional use of these channels to file a false charge shall be prohibited and may result in serious disciplinary or other appropriate action.

NOTE: Barring unusual circumstances, employees and supervisors should first pursue collegial and non-confrontational approaches to problem-solving. In addition, employees whose concerns fall within the scope of defined “grievances” that must be pursued by specified means under policy or contract must use those channels to preserve any rights that may arise under those provisions.

I. EXISTING POLICIES, STATEMENTS AND PROTOCOLS

Perceived violations of existing policies must be pursued through normal channels, as identified in the statements, policies and procedures listed below.

To protect Safety and Security:

- Personal Safety and Security Policy
  http://www.uvm.edu/policies/general_html/personalsafety.pdf

- Domestic Abuse and Violence Prevention and Response Policy
  http://www.uvm.edu/policies/general_html/domabuse.pdf

- Drug-Free Workplace Policy
  http://www.uvm.edu/policies/general_html/drugfreeworkplace.pdf
STATEMENT OF COMMITMENT AND EXPECTATIONS

- Alcohol Policy
  http://www.uvm.edu/policies/general_html/alcohol_employees.pdf

- Weapons Policy
  http://www.uvm.edu/policies/general_html/firearms.pdf

- No-Trespass
  http://www.uvm.edu/policies/general_html/notrespass.pdf

- Laboratory Safety Policy
  http://www.uvm.edu/policies/riskmgm/labsafety.pdf

To promote **DIVERSITY AND INCLUSION**

- Our Common Ground
  http://www.uvm.edu/president/?Page=miscellaneous/commonground.html

- Diversity Statement
  http://www.uvm.edu/president/?Page=whydiversity_statement.html

- Equal Employment/Affirmative Action Policy Statement
  http://www.uvm.edu/policies/general_html/affirm.pdf

- EEO Policy Statement
  http://www.uvm.edu/policies/general_html/affirm.pdf

- Discrimination/Harassment Complaint Procedures
  http://www-dev.uvm.edu/~aaeo/pages.php?id=harassment

- Sexual Harassment
  http://www.uvm.edu/policies/hr/sexharasemp.pdf

- Disability Certification and Support
  http://www.uvm.edu/hrs/?Page=info/general/disabilitycertification.html&SM=info/infomenu.html

- Nursing Mothers
  http://www.uvm.edu/policies/hr/nursingmothers.pdf

- Bias Protocol
  http://www-dev.uvm.edu/~aaeo/pages.php?id=bias
To preserve **INTEGRITY:**

- Code of Business Conduct  
- Conflict of Interest and Commitment  
- Code of Student Rights and Responsibilities  
  [http://www.uvm.edu/policies/student/studentcode.pdf](http://www.uvm.edu/policies/student/studentcode.pdf)
- Misconduct in Research  
  [http://www.uvm.edu/policies/grants/researchmisconduct.pdf](http://www.uvm.edu/policies/grants/researchmisconduct.pdf)
- Research Conflicts of Interest  
- Amorous Relationships with Students  
- Amorous Relationships – Athletics  
- Computer, Communication and Network Technology Acceptable Use  
  [http://www.uvm.edu/policies/cit/compuse.pdf](http://www.uvm.edu/policies/cit/compuse.pdf)
- Data Breach Notification  
  [http://www.uvm.edu/policies/general_html/databreach.pdf](http://www.uvm.edu/policies/general_html/databreach.pdf)
- Privacy [Interim]  

**II. OTHER RESOURCES**

If an employee believes that a member of the University community or a UVM-affiliated person is engaged in conduct that violates the intent of *Our Common Ground*, the following resources are available to facilitate resolution of those concerns.

**A. CONFIDENTIAL COUNSELING**

Beginning 1/1/12, various health-management services will be administered under a contract with the Massachusetts-based Wellness Corporation. Founded in 1984, The Wellness Corporation is a national provider of Organizational Assistance Services. For UVM, these services will include Employee Assistance Programs and Wellness and Work/Life Programs.

B. **HELPLINE**

The Ethics and Compliance Reporting and Help Line (the “Compliance Help Line”) allows individuals to make anonymous or confidential reports of, or ask questions about, suspected violations of law, University policy, or *Our Common Ground*. The report is made directly to a third-party vendor, Ethicspoint, which relays the report to the Chief Compliance Officer. Each report is immediately screened by trained administrators in the Offices of Compliance Services, General Counsel, Audit Services, as well as the Vice President for Executive Operations, to ensure that the report is referred promptly to the appropriate office for action in view of its content.


C. **OMBUDSPERSON FOR NON-UNIONIZED FACULTY**

The Faculty Senate maintains policies and procedures governing the role and responsibilities of the Faculty Ombudsperson. In general, Faculty Ombudsperson duties will include the following: (a) to assist faculty in determining the institutional channels most appropriate for the resolution of a complaint; (b) to assist faculty in seeking resolution of a complaint through normal institutional channels; (c) to facilitate the informal resolution of complaints through mediation; and (d) to advise faculty as to the information necessary to present a formal complaint to the Grievance Committee.

UNIVERSITY MANUAL APPENDIX B.1 NON-UNIONIZED FACULTY HANDBOOK, Part 6, Section 4.b.: http://www.uvm.edu/~facsresc/NON%20UNIONIZED%20Faculty%20Handbook.pdf; http://www.uvm.edu/~facsen/?Page=contact.html

D. **MEDIATION FOR NON-UNIONIZED STAFF AND FACULTY**

Mediation is a voluntary, non-binding dispute resolution process involving the parties engaged in a dispute, and a neutral third party who tries to help the parties reach a mutually agreeable solution. Mediation may be arranged through the Office of Human Resource Services. Presently, the mediation process is available only to non-union-represented staff; however, the administration is exploring the possibility of extending the process to represented employees, who otherwise have grievance channels available under their collective bargaining agreements. (For persons whose terms of employment are governed by collective bargaining agreements, channels for redress and resolution of complaints are addressed through the collective bargaining process.)

http://www.uvm.edu/hrs/forms/mediation_request_form.pdf

E. **OFFICE OF AFFIRMATIVE ACTION AND EQUAL OPPORTUNITY (AAEO)**

One of the roles of AAEO is to protect against bias, unfairness and other improper treatment by serving as a neutral, impartial dispute resolution resource by providing independent confidential, informal and formal assistance in the resolution of concerns and critical situations to all levels of the administration, staff, faculty and students.

http://www.uvm.edu/~aaeo/
F. ADDITIONAL UVM RESOURCES

Office of the Chief Diversity Officer and Special Assistant to the President for Multicultural Initiatives
http://www.uvm.edu/~presdent/diversity/

There are a number of offices that primarily serve UVM students, but which may have information helpful to staff and faculty as well. They include:

ALANA Student Center:
http://www.uvm.edu/~asc/?Page=visionstatement/vision.html
http://www.uvm.edu/~asc/?Page=resources/resources.html&SM=submenu6.html

Lesbian, Gay, Bisexual, Transgender, Questioning & Ally Center:
http://www.uvm.edu/~lgbtqa/

Women’s Center:
http://www.uvm.edu/~women/?Page=about_us/mission.html&SM=about_us/sub_menu.html

Office of International Education:
http://www.uvm.edu/oie/

Disability Services (ACCESS):
http://www.uvm.edu/access/

Counseling & Psychiatry Services (CAPS):
http://www.uvm.edu/~chwb/psych/

Effective Date

Approved by:

________________________
John Bramley
Interim President
Date: ____________

________________________
Robert F. Cioffi
Chair, Board of Trustees
Date: ________________